UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
Form 10-Q/A

|X| QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934
For the Quarter ended June 30, 1997

OR

|_| TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

Commission File Number 0-19551

Atlantic Tele-Network, Inc.
(exact name of issuer as specified in its charter)

Delaware	47-072886
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)

Chase Financial Center
P.O. Box 1730
St. Croix, U.S. Virgin Islands 00821
(809) 777-8000

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes X No ____

As of June 30, 1997, the registrant had outstanding 12,272,500 shares of its common stock ($.01 par value).

ATLANTIC TELE-NETWORK, INC. AND SUBSIDIARIES

CONSOLIDATED CONDENSED BALANCE SHEETS
(Columnar Amounts in Thousands)

ASSETS	December 31, 1996	June 30, 1997
		(Unaudited)
Current assets:		
Cash	$ 11,540	$ 11,441
Accounts receivable, net	63,660	56,092
Materials and supplies	9,658	9,427
Prepayments and other current assets	4,110	6,195
Total current assets	88,968	83,155
Fixed assets:		
Property, plant and equipment	328,895	336,761
Less accumulated depreciation	(117,031)	(124,058)
Franchise rights and cost in excess of underlying book value, less accumulated amortization of $11,170,000 and $11,870,000	40,132	39,432
Net fixed assets	251,996	252,135
Property costs recoverable from future revenues	22,905	22,250
Uncollected authorized rate increases	3,119	2,920
Other assets	22,336	21,729
	$389,324	$382,189

LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Notes payable	$ 17,153	$ 15,722
Accounts payable	25,021	20,377
Accrued taxes	2,457	1,970

Advance payments and deposits	2,701	3,065
Other current liabilities	8,231	6,737
Current portion of long-term debt	12,942	12,936
Total current liabilities	68,505	60,807
Deferred income taxes and tax credits	33,066	22,059
Long-term debt, excluding current portion	116,227	109,580
Pension and other long-term liabilities	6,702	6,453
Minority interest	15,033	15,341
Contingencies and commitments (Note E)		
Stockholders' equity:		
Preferred stock, par value $.01 per share; 10,000,000 shares authorized; none issued and outstanding	-	-
Common stock, par value $.01 per share; 20,000,000 shares authorized; 12,272,500 shares issued and outstanding	123	123
Paid-in capital	81,852	81,852
Retained earnings	67,816	85,974
Total stockholders' equity	149,791	167,949
	$ 389,324	$ 382,189

See notes to consolidated condensed financial statements.

ATLANTIC TELE-NETWORK, INC. AND SUBSIDIARIES

CONSOLIDATED CONDENSED STATEMENTS OF OPERATIONS
(Amounts in Thousands, Except Per Share Data)

	(Unaudited) Three Months Ended June 30,		(Unaudited) Six Months Ended June 30,	
	1996	1997	1996	1997
Telephone Operations:				
Revenues:				
Local exchange service	$ 6,278	$ 7,193	$ 12,589	$ 14,476
Access charges	3,712	4,407	7,076	8,599
International long-distance revenues	38,232	26,255	73,473	57,117
Universal Service Fund	2,802	3,451	5,604	7,042
Billing and other revenues	1,275	1,290	2,304	2,820
Directory advertising	644	427	1,293	914
Total revenues	52,943	43,023	102,339	90,968
Expenses:				
Plant specific operations	4,152	4,169	7,869	7,990
Plant nonspecific operations	5,212	5,410	10,135	11,853
Customer operations	1,630	1,692	3,224	3,306
Corporate operations	3,206	3,122	6,127	6,111
International long-distance expenses	23,989	18,339	46,294	38,593
Taxes other than income	712	862	1,628	1,756
Total expenses	38,901	33,594	75,277	69,609
Income from telephone operations	14,042	9,429	27,062	21,359
Other Operations:				
Revenues:				
Cellular services	1,581	997	3,219	2,146
Product sales and rentals	1,358	1,304	2,644	2,334
Total revenues	2,939	2,301	5,863	4,480
Expenses of other operations	2,103	2,010	4,177	3,870
Income from other operations	836	291	1,686	610
Non-operating Revenues and Expenses:				
Interest expense	(2,862)	(2,745)	(5,730)	(5,317)
Interest income	85	69	227	158
Other revenues and expenses	(2,464)	(3,288)	(6,906)	(4,956)
Non-operating revenues and expenses, net	(5,241)	(5,964)	(12,409)	(10,115)
Income before income taxes and minority interest	9,637	3,756	16,339	11,854
Income taxes	3,952	(9,521)	6,876	(6,612)
Income before minority interest	5,685	13,277	9,463	18,466
Minority interest	(680)	(1)	(1,272)	(308)
Net income	$ 5,005	$ 13,276	$ 8,191	$ 18,158
Net income per share	$ 0.41	$ 1.08	$ 0.67	$ 1.48
Weighted average shares outstanding	12,273	12,273	12,273	12,273

See notes to consolidated condensed financial statements.

ATLANTIC TELE-NETWORK, INC. AND SUBSIDIARIES

CONSOLIDATED CONDENSED STATEMENTS OF CASH FLOWS
(Amounts in Thousands)

	(Unaudited) Six Months Ended June 30, 1996	1997
Net cash flows provided by operating activities	$22,567	$18,304
Cash flows from investing activities:		
Capital expenditures	(28,839)	(10,319)
Net cash used in investing activities	(28,839)	(10,319)
Cash flows from financing activities:		
Repayment of long-term debt	(11,608)	(6,653)
Net borrowings (repayments) on notes	8,808	(1,431)
Net cash flows provided (used) by financing activities	(2,800)	(8,084)
Net decrease in cash	(9,072)	(99)
Cash, Beginning of Period	18,822	11,540
Cash, End of Period	$9,750	$11,441
Supplemental cash flow information:		
Interest paid	$5,797	$5,233
Income taxes paid	$8,523	$3,683
Depreciation and Amortization Expense	$9,154	$10,920

See notes to consolidated condensed financial statements.

Atlantic Tele-Network, Inc. and Subsidiaries

Notes to Consolidated Condensed
Financial Statements
Three and Six Months Ended June 30, 1996 and 1997

A. GENERAL

SIGNIFICANT ACCOUNTING POLICIES

The consolidated balance sheet of Atlantic Tele-Network, Inc. and subsidiaries (the "Company") at December 31, 1996 has been taken from audited financial statements at that date. All other consolidated condensed financial statements contained herein have been prepared by the Company and are unaudited. The consolidated condensed financial statements should be read in conjunction with the consolidated financial statements and the notes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 1996.

The unaudited interim consolidated condensed financial statements furnished herein reflect all adjustments, which are, in the opinion of management, necessary to fairly present the financial results for the interim periods presented. The results for the three and six months ended June 30, 1996 and 1997 are not necessarily indicative of the operating results for the full year not yet completed.

Reclassifications - Certain reclassifications have been made to the 1996 amounts to conform to the 1997 presentation.

B. PROPERTY COSTS RECOVERABLE FROM FUTURE REVENUES

On September 15, 1995, Hurricane Marilyn struck the Virgin Islands causing extensive damage to the outside telephone plant of Vitelco. None of the damage was covered by insurance. The historical cost of the facilities damaged or destroyed by Hurricane Marilyn was approximately $26.3 million with associated accumulated depreciation of approximately $9.1 million. These costs have been removed from the property accounts and along with certain excess maintenance costs and costs of removal of $7.1 million have been classified as property costs recoverable from future revenues because the Company anticipates that future revenue in an amount at least equal to the capitalized cost will result from inclusion of these costs in allowable costs for rate making purposes. Vitelco has received approval from the Federal Communications Commission to include the interstate portion of these costs in its rate base and amortize them over a five year period. In May 1997, Vitelco received approval from the Virgin Islands Industrial Development Commission for a five year exemption (commencing October 1, 1998) from 90% of Virgin Islands income taxes and 100% of Virgin Islands gross receipts, excise and property taxes to assist in recovering the intrastate portion of the hurricane related costs.

C. ACCOUNTING FOR INCOME TAXES

As discussed in Note B above, Vitelco received approval from the Virgin Islands Industrial Development Commission in May 1997 for a five year exemption (commencing October 1, 1998) from 90% of Virgin Islands income taxes and 100% of Virgin Islands gross receipts, excise and property taxes. In accordance with Statement of Financial Accounting Standards No. 109, "Accounting for Income Taxes", the Company has adjusted its deferred tax assets and liabilities to reflect the change in the tax rates applicable to Vitelco during the benefit period. This change has resulted in the Company recording a non-recurring credit to income tax expense of approximately $10.9 million in the three and six months ended June 30, 1997. On October 9, 1997 the Virgin Islands Public Service Commission instituted a proceeding to determine whether Vitelco's rates were just and reasonable in light of this tax rebate. There can be no assurance as to the outcome of this proceeding.

D. REGULATORY MATTERS

In October 1995, the Guyana Public Utilities Commission ("PUC") issued an order that rejected the request of GT&T for substantial increases in all telephone rates and temporarily reduced rates for outbound long-distance calls to certain countries. In most cases, the existing rates were already less than GT&T's payment obligations to foreign carriers. In January 1997, on an appeal by GT&T, the Guyana High Court voided the PUC's order in regard to rates and the rates were returned to the rates in existence in October 1995. The lost revenue was approximately $10 million for the period when the order was effective. GT&T initially instituted such a surcharge effective May 1, 1997, but temporarily withdrew it when the Guyana Consumers Advisory Bureau (a non-governmental group in Guyana) instituted a suit to block it. The PUC has appealed the January 1997 decision of the Guyana High Court to the Guyana Court of Appeals, and in May 1997 the Consumer Advisory Bureau sought an injunction from the Guyana High Court restoring telephone rates to those imposed by the PUC in its October 1995 order. The PUC's appeal and the Consumer Advisory Bureau's application are still pending. In September 1997, the Guyana High Court denied an order which the Consumer Advisory Bureau had sought to temporarily enjoin GT&T from putting into effect a surcharge to recover the approximately $10 million over a period of 18 months. GT&T put such surcharge into effect on October 1, 1997 pending an ultimate trial on the merits.

In January 1997, the PUC ordered GT&T to cease paying advisory fees to the Company and to recover from the Company approximately $25 million of such fees paid by GT&T to the Company since January 1991. GT&T has appealed the PUC's order to the Guyana High Court and obtained a stay of the PUC's order pending determination of that appeal.

At December 31, 1996, GT&T owed the Company approximately $23 million for advances made from time to time for the working capital and capital expenditure needs of GT&T. GT&T's indebtedness to the Company was evidenced by a series of promissory notes. In March 1997, the PUC voided all of the promissory notes then outstanding for failure to comply with certain provisions of the PUC law. The PUC ordered that no further payments be made on any of the outstanding notes and that GT&T recover from the Company all amounts theretofore paid. The order also provided that the PUC would be willing to authorize the payment of any amounts properly proven to the satisfaction of the PUC to be due and payable from GT&T to the Company. GT&T has appealed the PUC's order to the Guyana High Court and obtained a stay of the PUC's order pending determination of that appeal.

In late April 1997, the PUC applied to the Guyana High Court for orders prohibiting GT&T from paying any monies to the Company on account of intercompany debt, advisory fees or otherwise pending the determination of GT&T's appeals from the January 1997 and March 1997 orders mentioned above. The PUC's application is still pending.

E. CONTINGENCIES AND COMMITMENTS

The Company previously had no insurance coverage for its outside plant for damages caused by wind storms. Effective June 1997, the Company has obtained such insurance coverage in the amount of $30 million per storm and $55 million in the aggregate.

Upon the acquisition of GT&T in January 1991, GT&T entered into an agreement with the government of Guyana to expand significantly GT&T's existing facilities and telecommunications operations and to improve service within a three-year period pursuant to an expansion and service improvement plan (the "Plan"). The Plan was modified in certain respects and the date for completion of the Plan was extended to February 1995. The government has referred to the PUC the failure of GT&T to complete the Plan by February 1995. The PUC is currently holding hearings on this matter. Failure to timely fulfill the terms of the Plan could result in monetary penalties, cancellation of the License, or other action by the PUC or the government which could have a material adverse affect on the Company's business and prospects.

In May 1997, GT&T received a letter from the Guyanese department of Inland Revenue indicating that GT&T's tax returns for 1992 through 1996 had been selected for an audit under the direct supervision of the Trade Minister with particular focus on the withholding tax on payments to international audiotext providers. In March and April 1997, the Guyanese Trade Minister publicly announced that he had appointed a task force to probe whether GT&T should pay withholding taxes on fees paid by GT&T to international audiotext providers. The Minister announced that if GT&T were found guilty of tax evasion it could owe as much as $40 million in back taxes. In July 1997, GT&T applied to the Guyana High Court for an order prohibiting this audit on the grounds that the decision of the Minister of Trade to set up this task force and to control and direct its investigation was beyond his authority, violated the provisions of the Guyanese Income Tax Act, interfered with the independence of the Commissioner of Inland Revenue and was done in bad faith, and the court issued an order effectively staying the audit pending a determination by the court of the merits of GT&T's application.

In June 1997, GT&T received an assessment of approximately $3.9 million from the Commissioner of Inland Revenue for taxes for the current year based on the disallowance as a deduction for income tax purposes of five-sixths of the advisory fees payable by GT&T to the Company. The deductibility of these advisory fees in an earlier year had been upheld in a decision of the High Court in August 1995. In July 1997, GT&T applied to the High Court for an order prohibiting the Commissioner of Inland Revenue from further proceeding with this assessment on the grounds that the assessment was arbitrary and unreasonable and capriciously contrary to the August 1995 decision of the Guyana High Court, and GT&T obtained an order of the High Court effectively prohibiting any action on the assessment pending the determination by the court of the merits of GT&T's application.

F. SPLIT-UP TRANSACTION

The Company has filed a Registration Statement dated August 12, 1997, which includes a Proxy Statement-Prospectus to consider and vote upon a proposed transaction to divide the Company into two separate publicly-owned companies (the "Transaction"). Emerging Communications, Inc. (ECI) will contain all the outstanding stock of Atlantic Tele-Network Co. (ATN-VI), which owns and conducts the Company's business and operations in the U.S. Virgin Islands, and certain other assets and liabilities. The Company will retain its business and operations in Guyana and certain other assets and liabilities. The Transaction is conditioned upon, among other things, approval of the Transaction by the holders of a majority of the outstanding shares of the Company Common Stock, completion of $17.4 million of long-term financing by ECI or ATN-VI, receipt from the Internal Revenue Service of a tax ruling to the effect that the transfer of assets and liabilities to ECI and the distribution of ECI common stock to shareholders of the Company will be tax free for federal income tax purposes to the Company and its shareholders, the listing of ECI Common Stock on the American Stock Exchange and the continued listing of the Company Common Stock on the American Stock Exchange and the absence of any material adverse change in the business of the Companies.

Atlantic Tele-Network, Inc. and Subsidiaries

Management Discussion and Analysis of Financial Conditions and Results of Operations

Introduction

The Company's revenues and income from continuing operations are derived principally from the operations of its telephone subsidiaries, Vitelco and GT&T. Vitelco derives most of its revenues from local telephone and long-distance access services. GT&T derives almost all of its revenues from international telephone services. Other operations in the Company's Consolidated Statements of Operations include: VitelCellular, which provides cellular telephone service in the U.S. Virgin Islands; and Vitelcom, which supplies customer premises equipment in the U.S. Virgin Islands.

The principal components of operating expenses for the Company's telephone operations are plant specific operations expenses, plant non-specific operations expenses, customer operations expenses, corporate operations expenses, long-distance expenses and taxes other than income taxes. These categories are consistent with FCC accounting practices. Plant specific operations expenses relate to support and maintenance of telephone plant and equipment and include vehicle expense, land and building expense, central office switching expense and cable and wire expense. Plant non-specific operations expenses consist of depreciation charges for telephone plant and equipment and expenses related to telephone plant and network administration, engineering, power, materials and supplies, provisioning and plant network testing. Customer operations expenses relate to marketing, providing operator services for call completion and directory assistance, and establishing and servicing customer accounts. Corporate operations expenses include Vitelco's and GT&T's expenses for executive management and administration, corporate planning, accounting and finance, external relations, personnel, labor relations, data processing, legal services, procurement and general insurance. International long-distance expenses consist principally of charges from international carriers for outbound international calls from Guyana and payments to audiotext providers from whom GT&T derives international audiotext traffic. Taxes other than income taxes include gross receipts taxes, property taxes, and other miscellaneous taxes.

RESULTS OF OPERATIONS

Three and Six Months ended June 30, 1996 and 1997

Revenues from telephone operations for the three months ended June 30, 1997 were $43.0 million as compared to $52.9 million for the corresponding period of the prior year, a decrease of $9.9 million, or 19%. Revenues from telephone operations for the six months ended June 30, 1997 were $91.0 million as compared to $102.3 million for the corresponding period of the prior year, a decrease of $11.4 million, or 11%. The decreases were principally due to a $12.7 and $19.1 million decrease in audiotext traffic revenues at GT&T for the three and six months ended June 30, 1997, respectively.

GT&T's volume of audiotext traffic peaked in August 1995 at slightly in excess of 10 million minutes per month and fluctuated between 9 and 10 million minutes per month in 1996. Through the first six months of 1997, the volume of audiotext traffic has averaged about 12% less than in the comparable period of 1996. During the three and six months ended June 30, 1997, revenues from audiotext traffic were adversely impacted by changes in the traffic mix, reduction in some accounting rates, the strength of the U.S. dollar against certain foreign currencies, chargebacks from certain foreign carriers, and a foreign carrier's mislabeling of the origin of certain traffic. As a result of the above items, GT&T's revenues from audiotext traffic in the first six months of 1997 were approximately 35% less than in the comparable period of 1996 and GT&T's profit margins from this traffic also declined significantly.

Vitelco's telephone operations revenues increased $1.9 and $4.7 million for the three and six months ended June 30, 1997, respectively. These increases are primarily the result of the recovery from Hurricane Marilyn in September 1995 and an increase in Universal Service Fund revenues of $649,000 and $1.4 million for the three and six months ended June 30, 1997, respectively, as a result of increased investment in net fixed assets. At June 30, 1997 Vitelco had 61,055 lines in service compared to 58,824 at the corresponding date in the prior year. This revenue increase at Vitelco was more than offset by decreases of $13.2 and $19.0 million for the three and six months ended June 30, 1997, respectively in international inbound long distance revenues at GT&T principally due to lower audiotext revenues, as a result of items previously discussed. Offsetting this was an increase of $1.2 and $2.6 million in GT&T's unprofitable international outbound revenues. In January 1997, the Guyana High Court voided a Guyana PUC order of October 1995 which had substantially reduced outbound rates in 1996, and permitted GT&T to restore its rates for outbound traffic to their pre-October 1995 level.

Consolidated telephone operating expenses for the three months ended June 30, 1997 were $33.6 million, a decrease of $5.3 million or 14%, from consolidated telephone operating expenses of $38.9 million for the corresponding period of the prior year. Consolidated telephone operating expenses for the six months ended June 30, 1997 were $69.6 million, a decrease of $5.7 million or 8%, from consolidated telephone operating expenses of $75.3 million for the corresponding period of the prior year. These decreases were due principally to decreases in audiotext and outbound traffic expenses at GT&T of $5.7 million and $7.7 million for the three and six months ended June 30, 1997, respectively, due to decreased traffic volumes. Offsetting these decreases were increases in plant non-specific expenses which increased as a result of increased plant in service. As a percentage of revenues from telephone operations, consolidated telephone operating expenses increased to approximately 78% and 77% for the three and six month period ended June 30, 1997, respectively, from approximately 73% and 74% for the corresponding periods of 1996.

Income from telephone operations decreased $4.6 and $5.7 million for the three and six months ended June 30, 1997. These changes occurred principally as a result of factors affecting revenues from telephone operations and consolidated telephone operating expenses discussed above. GT&T's contribution to income from telephone operations decreased by $6.5 million, or 67%, and $9.2 million, or 49%, for the three and six months ended June 30, 1997 respectively, while Vitelco's contribution to income from telephone operations increased by $1.9 million, or 43%, and $3.5 million, or 48%, for the same periods.

Income before income taxes and minority interest decreased $5.9 and $4.5 million for the three and six months ended June 30, 1997 respectively. The significant factors that contributed to these increases were:

- (i) the $4.6 and $5.7 million decrease in income from telephone operations discussed above;
- (ii) $545,000 and $1.1 million decreases in income from other operations, principally from decreased cellular operations;
- (iii) $101,000 and $344,000 decreases in net interest expense due to reduced debt;
- (iv) a $824,000 increase and a $2.0 million decrease for the three and six months, respectively in other non operating revenues and expenses. The increase for the three months ended June 30, 1997 is principally due to a charge of approximately $1.3 million related to the suspension of the acquisition of the Congo national phone system, offset by reductions of certain corporate expenses. The decrease for the six months ended June 30, 1997 was principally due to a non-recurring charge of $2.8 million in the first three months of 1996 for the companies obligation to reimburse its two Co-Chief Executive Officers for certain litigation expenses in connection with a management dispute settled in February 1996, offset by the increase in the three months ended June 30, 1997 previously discussed.

As discussed in Note C to the Consolidated Condensed Financial Statements, Vitelco received approval from the Virgin Islands Industrial Development Commission for a five year exemption (commencing October 1, 1998) from 90% of Virgin Islands income taxes and 100% of Virgin Islands gross receipts, excise and property taxes. In accordance with Statement of Financial Accounting Standards No. 109, "Accounting for Income Taxes", the Company has adjusted its deferred tax assets and liabilities to reflect the change in the tax rates applicable to Vitelco during the benefit period. This change has resulted in the Company recording a non-recurring credit to income tax expense of approximately $10.9 million in the three and six months ended June 30, 1997. The effect of the tax exemption on future current taxes payable during the benefit period will be reflected in the Company's financial statements during the benefit period. On October 9, 1997 the Virgin Islands Public Service Commission ("PSC") instituted a proceeding to determine whether Vitelco's rates were just and reasonable in light of this tax rebate. There can be no assurance as to the outcome of this proceeding.

Before giving effect to the change in deferred taxes discussed above, the Company's effective tax rate for the three and six months ended June 30, 1997 was 36.7% and 36.2% as compared to 41.0% and 42.1% for the corresponding periods of the prior year. The lower effective tax rates are primarily attributable to significantly lower earnings at GT&T.

The minority interest in earnings consists primarily of the Guyana government's 20% interest in GT&T.

Regulatory Considerations

Upon the acquisition of GT&T in January 1991, GT&T entered into an agreement with the government of Guyana to expand significantly GT&T's existing facilities and telecommunications operations and to improve service within a three-year period pursuant to an expansion and service improvement plan (the "Plan"). The Plan was modified in certain respects and the date for completion of the Plan was extended to February 1995. The government has referred to the Guyana Public Utilities Commission ("PUC") the failure of GT&T to complete the Plan by February 1995. The PUC is currenltly holding hearings on this matter. Failure to timely fulfill the terms of the Plan could result in monetary penalties, cancellation of the License, or other action by the PUC or the government which could have a material adverse affect on the Company's business and prospects.

In October 1995, the PUC issued an order that rejected the request of GT&T for substantial increases in all telephone rates and temporarily reduced rates for outbound long-distance calls to certain countries. In most cases, the existing rates were already less than GT&T's payment obligations to foreign carriers. In January 1997, on an appeal by GT&T, the Guyana High Court voided the PUC's order in regard to rates and the rates were returned to the rates in existence in October 1995. The lost revenue was approximately $10 million for the period when the order was effective. GT&T initially instituted such a surcharge effective May 1, 1997, but temporarily withdrew it when the Guyana Consumers Advisory Bureau (a non-governmental group in Guyana) instituted a suit to block it. The PUC has appealed the January 1997 decision of the Guyana High Court to the Guyana Court of Appeals, and in May 1997 the Consumer Advisory Bureau sought an injunction from the Guyana High Court restoring telephone rates to those imposed by the PUC in its October 1995 order. The PUC's appeal and the Consumer Advisory Bureau's application are still pending. In September 1997, the Guyana High Court denied an order which the Consumer Advisory Bureau had sought to temporarily enjoin GT&T from putting into effect a surcharge to recover the approximately $10 million over a period of 18 months. GT&T put such surcharge into effect on October 1, 1997 pending an ultimate trial on the merits.

In January 1997, the PUC ordered GT&T to cease paying advisory fees to the Company and to recover from the Company approximately $25 million of such fees paid by GT&T to the Company since January 1991. GT&T has appealed the PUC's order to the Guyana High Court and obtained a stay of the PUC's order pending determination of that appeal.

At December 31, 1996, GT&T owed the Company approximately $23 million for advances made from time to time for the working capital and capital expenditure needs of GT&T. GT&T's indebtedness to the Company was evidenced by a series of promissory notes. In March 1997, the PUC voided all of the promissory notes then outstanding for failure to comply with certain provisions of the PUC law. The PUC ordered that no further payments be made on any of the outstanding notes and that GT&T recover from the Company all amounts theretofore paid. The order also provided that the PUC would be willing to authorize the payment of any amounts properly proven to the satisfaction of the PUC to be due and payable from GT&T to the Company. GT&T has appealed the PUC's order to the Guyana High Court and obtained a stay of the PUC's order pending determination of that appeal.

In late April 1997, the PUC applied to the Guyana High Court for orders prohibiting GT&T from paying any monies to the Company on account of intercompany debt, advisory fees or otherwise pending the determination of GT&T's appeals from the January 1997 and March 1997 orders mentioned above. The PUC's application is still pending.

As a result of the decline in GT&T's revenues and profits from audiotext traffic in 1997 as previously discussed, GT&T is preparing to file an application with the PUC for a significant increase in local and outbound international rates. There can be no assurance as to whether or when GT&T will receive any such rate increase.

Liquidity and Capital Resources

The Company depends upon funds received from subsidiaries to meet its capital needs, including servicing existing debt and its ongoing program of seeking to acquire telecommunications licenses and businesses. The major sources of funds for the Company has been advisory fees received from GT&T and interest payments by GT&T and ATN-VI on intercompany debt.

The Company has filed a Registration Statement dated August 12, 1997, which includes a Proxy Statement-Prospectus to consider and vote upon a proposed transaction to divide the Company into two separate publicly-owned companies (the "Transaction"). Emerging Communications, Inc. (ECI) will contain all the outstanding stock of Atlantic Tele-Network Co. (ATN-VI), which owns and conducts the Company's business and operations in the U.S. Virgin Islands, and certain other assets and liabilities. The Company will retain its business and operations in Guyana and certain other assets and liabilities. The Transaction is conditioned upon, among other things, approval of the Transaction by the holders of a majority of the outstanding shares of the Company Common Stock, completion of $17.4 million of long-term financing by ECI or ATN-VI, receipt from the Internal Revenue Service of a tax ruling to the effect that the transfer of assets and liabilities to ECI and the distribution of ECI common stock to shareholders of the Company will be tax free for federal income tax purposes to the Company and its shareholders, the listing of ECI Common Stock on the American Stock Exchange and the continued listing of the Company Common Stock on the American Stock Exchange and the absence of any material adverse change in the business of the Companies.

As a result of the Transaction, the Company's liquidity and capital resources may change significantly, and the Company might have fewer resources and significantly reduced operations. The Company's primary sources of funds will be advisory fees, repayment of loans, and interest from GT&T. The PUC orders in January and March 1997, discussed above under "Regulatory Considerations", could have a material adverse impact on the Company's liquidity.

GT&T is not subject to any contractual restrictions on the payment of dividends. However, GT&T's own capital needs and debt service obligations have precluded GT&T from paying any significant funds to the Company other than the advisory fees and interest on intercompany debt mentioned above.

If and when the Company settles outstanding issues with the Guyana government and the PUC with regard to GT&T's Expansion Plan and its rates for service, GT&T may require additional external financing to enable GT&T to further expand its telecommunications facilities. There can be no assurance that the Company will be able to obtain any such financing.

The continued expansion of GT&T's network is dependent upon the ability of GT&T to purchase equipment with U.S. dollars. A portion of GT&T's taxes in Guyana may be payable in U.S. dollars or other hard currencies. The Company anticipates that GT&T's foreign currency earnings will enable GT&T to service its debt and pay its hard currency tax obligations. There are no Guyana legal restrictions on the conversion of Guyana's currency into U.S. dollars or on the expatriation of foreign currency from Guyana.

Until the effective date of the Transaction, other potential sources of funds to the Company are from repayment of loans or dividends from ATN - VI. However, the RTFC Loan limits the payment of dividends by ATN - VI unless ATN - - VI meets certain financial ratios (which were not met at June 30, 1997). Consequently ATN - VI was restricted from paying dividends at that date. At June 30, 1997, the Company also holds a note of ATN - VI in the amount of approximately $24 million which may be repaid by ATN - VI in whole or in part without regard to the limit on the payment of dividends by ATN - VI.

ATN - VI's ability to service its debt is dependent on funds from its parent or its subsidiaries . The RUS loan and applicable RUS regulations restrict Vitelco's ability to pay dividends based upon certain net worth tests except for limited dividend payments authorized when specific security instrument criteria are unable to be met. Settlement agreements made in 1989 and 1991 with the U.S. Virgin Islands Public Service Commission (PSC) also contain certain restrictions on dividends by Vitelco which, in general, are more restrictive than those imposed by the RUS. Dividends by Vitelco are generally limited to 60% of its net income, although additional amounts are permitted to be paid for the sole purpose of servicing ATN-VI's debt to the RTFC. Under the above restrictions, at June 30, 1997, Vitelco's dividend paying capacity was approximately $8.4 million in excess of the amounts permitted for servicing ATN-VI debt. The RTFC Loan and RUS Loan agreements also require, among other things, maintenance of minimum debt service and times interest earned coverage and restrictions on issuance of additional long-term debt. As of June 30, 1997, the Company was in compliance with all covenants contained in its long-term debt agreements.

At June 30, 1997, Vitelco had outstanding $5 million of borrowings under a $5 million line of credit with the RTFC expiring in March 2000, and an additional $5 million under a $15 million line of credit with the RTFC expiring in October 1997. These borrowings were incurred to finance part of the costs of repairing damage to Vitelco's telephone plant caused by Hurricane Marilyn in September 1995. Vitelco has also received approval from the RUS for $35.7 million of long-term financing, which may be used to repay Vitelco's outstanding line of credit borrowings from the RTFC. Borrowings under Vitelco's $5 million line of credit are required to be repaid within 12 months of the date of the borrowing, but may be repaid from the proceeds of borrowings under the $15 million line of credit. Borrowings under Vitelco's $15 million line of credit will mature on October 31, 1997, at which date, if long-term loan funds from RUS have not yet been made available to Vitelco, Vitelco will have the option of rolling the outstanding amount borrowed under that line of credit into a 15-year term loan from RTFC having terms substantially similar to those contained in Vitelco's existing long-term loan from the RTFC. The Company's short term bank credit facility, under which the Company has $5.5 million of loans outstanding, expired on October 1, 1994. The bank has orally agreed to renew this facility until October 1, 1998 and to waive the prohibition on borrowing under the facility during the first thirty days of the renewal period.

Impact of Devaluation and Inflation

Although the majority of GT&T's revenues and expenditures are transacted in U.S. dollars or other hard currencies, the results of operations nevertheless may be affected by changes in the value of the Guyana dollar. From February 1991 until early 1994, the Guyana dollar remained relatively stable at the rate of approximately 125 to the U.S. dollar. In 1994, however, the Guyana dollar has declined in value to the current rate of approximately 142 to the U.S. dollar, and it has remained relatively stable at approximately that rate since 1994.

The effect of inflation on the Company's financial results of telephone operations in the U.S. Virigin Islands has not been significant in recent years. The effect of inflation on the cost of providing telephone service in the U.S. Virgin Islands has generally been offset (without any increase in local subscribers' rates) by increased revenues resulting from growth in the number of subscribers and from regulatory cost recovery practices in determining access revenues.

Atlantic Tele-Network, Inc. and Subsidiaries

Part II- Other Information

Item 1. Legal Proceedings

Not applicable.

Item 2. Changes in Securities

Not applicable.

Item 3. Defaults Upon Senior Securities

Not applicable.

Item 4. Submission of Matters to a Vote of Security Holders

Not applicable.

Item 5. Other Information

Not applicable.

Item 6. Exhibits and Reports on Form 8-K

Not applicable.

Atlantic Tele-Network, Inc. and Subsidiaries

Signatures

Pursuant to the Securities Act of 1934, the registrant has caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Atlantic Tele-Network, Inc.

Date: October 20, 1997

/s/ Craig A. Knock

Craig A. Knock
Chief Financial Officer
and Vice-President
signing both in his
capacity as Vice-President on
behalf of the Registrant
and as Chief Financial Officer
of the Registrant

THIS SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM THE ACCOMPANYING FINANCIAL STATEMENTS AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH FINANCIAL STATEMENTS.
*** (COLUMNAR AMOUNTS IN THOUSANDS, EXCEPT PER SHARE DATA) ***

6-MOS
DEC-31-1997
JUN-30-1997
11,441
0
56,092
0
9,427
83,155
376,193
124,058
382,189
60,807
109,580
0
0
123
167,826
382,189
95,448
95,448
73,479
73,479
4,956
0
5,317
11,854
(6,612)
18,158
0
0
0
18,158
1.48
1.48